

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI**

In re:

WAREHOUSE 86, LLC

CASE NO. 08-03423-EE

Chapter 11

Debtor

**NOTICE OF
MOTION TO EXTEND EXCLUSIVE RIGHT
TO FILE AND OBTAIN CONFIRMATION OF PLAN
[DKT. #102]**

NOTICE IS HEREBY GIVEN that Warehouse 86, LLC has filed a Motion to Extend Exclusive Right to File and Obtain Confirmation of Plan [Dot. # 102] attached hereto as Exhibit "A." The Debtor requests authority to extend the exclusive time to file its Chapter 11 Plan and to obtain confirmation thereof. A copy of this Motion has been sent to each party listed on the Certificate of Service to be filed herein.

NOTICE IS FURTHER GIVEN that any creditor or party-in-interest desiring to object to this Motion is required to file a written objection with the United States Bankruptcy Court, P.O. Box 2448, Jackson, MS 39225-2448, and to serve a copy upon the Debtor's attorney, Stephen W. Rosenblatt, at the address listed herein below; and upon the United States Trustee, 100 West Capitol Street, Suite 706, Jackson, MS 39269. The **DEADLINE DATE** for filing objections to the Motion is **TWENTY (20) DAYS** from the date of this Notice.

NOTICE IS FURTHER GIVEN that in the event such written objection or other responsive pleading is not filed on or before **TWENTY (20) DAYS** after the date of this notice, this Motion to Extend Exclusive Right to File and Obtain Confirmation of Plan may be determined **EX PARTE** by the Court.

This, the 2nd day of March, 2009.

Respectfully submitted,

WAREHOUSE 86, LLC

By: *s/ Stephen W. Rosenblatt*

Stephen W. Rosenblatt (MS BAR NO. 5676)

John A. Crawford, Jr. (MS BAR NO. 10346)

Paul M. Ellis (MS BAR NO. 102259)

ATTORNEYS FOR DEBTOR

OF COUNSEL:

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CERTIFICATE OF SERVICE

I, Stephen W. Rosenblatt, Attorney for the Debtor hereby certify that I have mailed, by United States Mail, postage prepaid, a true and correct copy of the above and foregoing Motion to Extend Exclusive Right to File and Obtain Confirmation of Plan to the following and to all persons and entities listed on the Matrix attached hereto, collectively as Exhibit "B":

Ronald H. McAlpin, Esq.
Trial Attorney, Office of the United States Trustee
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100 W. Capitol Street
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Ronald.McAlpin@USDOJ.gov

and by electronic mail to the following members of the Creditors Committee:

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This, the 2nd day of March, 2009.

/s/ Stephen W. Rosenblatt
Stephen W. Rosenblatt

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI**

In re:

WAREHOUSE 86, LLC

Debtor

**CASE NO. 08-03423-EE
Chapter 11**

**DEBTOR'S MOTION TO EXTEND EXCLUSIVE RIGHT
TO FILE AND OBTAIN CONFIRMATION OF PLAN**

Warehouse 86, LLC, the Debtor and debtor-in-possession herein ("Debtor"), by its attorneys, files this *Motion to Extend the Exclusive Right to File and Obtain Confirmation of Plan Pursuant to 11 U.S.C. § 1121(d)(2)* (the "Motion") to extend under § 1121(d) the periods in which only the Debtor may file Chapter 11 plans and solicit acceptance thereof. In support of this Motion, the Debtor states as follows:

Introduction

1. On November 4, 2008 (the "Petition Date"), Debtor filed its Voluntary Petition under Chapter 11 of the Title 11 United States Code (the "Bankruptcy Code"). Debtor operates an on-line auction business from its offices in Flowood, Mississippi and Memphis, Tennessee, as well as from leased warehouse facilities in Ogden, Utah and Memphis, Tennessee. Pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, Debtor is continuing to manage its assets as Debtor in possession.

2. An Official Committee of Unsecured Creditors (the "Committee") was appointed in this case on November 19, 2008 [Dkt. # 062]. No request for appointment of a trustee or examiner has been made herein.

Jurisdiction and Venue

3. This Court has jurisdiction over this matter pursuant to 28 U. S. C. §§ 157 and 1334. Venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the

Exhibit "A"

relief requested herein is 11 U.S.C. §1121(d)(2). This is a core proceeding under 28 U.S.C. §157(b)(2)(A), (L) and (O).

Background

4. The 120-day period during which only the Debtor may file a plan specified by 11 U.S.C. § 1121(b) will expire on March 4, 2008.

5. Good cause exists for an extension of the Debtor's exclusive right to file its Plan under 11 U.S.C. § 1121(d).

6. Since the Petition Date, the Debtor has sold the majority of its business assets pursuant to the Sale Order entered herein on December 10, 2008 [Dkt. #070] and has received \$100,000.00 as the net proceeds of that sale. These funds are on deposit in the Debtor's account and can be withdrawn only by Order of this Court.

7. The Debtor has dealt with consignors with respect to their goods remaining in the Debtor's possession, and has also dealt with utilities, landlords and lessors with respect to the Debtor's rights and obligations to each of them.

8. The Debtor's primary remaining asset is its right to recovery of proceeds under its insurance policy (the "Policy") with Employer's Mutual Casualty Insurance Company ("EMC"). The Debtor has had, and continues to have, negotiations with the insurance adjuster assigned to handle that claim for EMC. This claim either will be resolved amicably and the funds tendered to the named insured and the named co-insured under the Policy or paid into either (i) the registry of the Court or (ii) a joint escrow account, and such proceeds would be able to be disbursed only by Order of the Court.

9. The Debtor will also need to resolve its rights to these insurance proceeds vis-à-vis the rights of SCK, Inc. ("SCK"), a named co-insured under the Policy. Although SCK has filed its

motion to lift the stay to pursue its rights under the Policy, the Debtor has opposed that motion since its rights to the insurance proceeds under the Policy are more significant than those of SCK.

10. Since the Petition Date, the Debtor has resolved the rights of others named co-insureds previously listed under the Policy so that they are no longer parties in interest and will not have to be made parties to any proceeding to determine the rights to the insurance proceeds under the Policy.

11. The Debtor believes that it is in the best interest of its creditors and parties in interest for the bankruptcy estate to realize the full value for the insurance proceeds and for this Court to determine the rights of the Debtor in the Policy. Although this determination will not necessarily be required in order for the Debtor to formulate its Plan and Disclosure Statement, it will be helpful to further clarify the issues and to determine the time frame within which the dispute is likely to be resolved.

12. Therefore, the Debtor believes that it would be premature and not in the interest of the bankruptcy estate for the Debtor or any other party to file a Plan at this time.

13. The Debtor believes that an extension for an additional 90 days, or until Tuesday, June 2, 2009, would be an appropriate extension under the circumstances. This extension will permit the Debtor to be in a more definitive and informed position to propose an appropriate Plan to its creditors, and still, at the same time, keep this bankruptcy case on a fairly tight schedule.

14. Section 1121(d) provides as follows:

(1) Subject to paragraph (2), on request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

(2) (A) The 120-day period specified in paragraph (1) may not be extended beyond a date that is 18 months after the date of the order for relief under this chapter.

(B) The 180-day period specified in paragraph (1) may not be extended beyond a date that is 20 months after the date of the order for relief under this chapter.

15. This is the Debtor's first requested extension, and the requested extension is well within the maximum extension permitted by 11 U.S.C. §1121(d)(2).

16. No prejudice will result by granting the Debtors the relief requested herein. Therefore, the Debtors believe that good cause exists under Section 1121(d) for the Court to grant to the Debtors the requested extensions.

Relief Requested

17. Section 1121(b) provides for an initial 120-day period after the Petition Date (the "Plan Proposal Period") within which the Debtor has the exclusive right to file a plan or plans in this case. Section 1121(c)(3) further provides for an initial 180-day period after the Petition Date to solicit acceptances on such a plan (the "Solicitation Period"). The Debtor's Plan Proposal Period and the Solicitation Period (collectively, the "Exclusivity Periods") are presently set to expire on March 4, 2009 and May 4, 2009, respectively.

18. By this motion, the Debtor seeks, pursuant to 11 U.S.C. § 1121(d), an order extending (i) the Plan Proposal Period through June 2, 2009 (90 days) and (ii) the Solicitation Period through August 3, 2009 (92 days), without prejudice to the Debtors' right to seek further extensions of the Exclusive Periods.

19. The Debtors request that the Court enter the submitted *interim* order preserving the *status quo* and extending the Exclusivity Periods on an *interim* basis until final disposition of the Motion.

20. Such extensions will allow the Debtor additional necessary time to work toward formulation of its Plan and a successful conclusion of this Chapter 11 case.

WHEREFORE, the Debtor, Warehouse 86, LLC, respectfully requests that this Court enter an Order extending the Exclusivity Periods as set forth above, without prejudice to the Debtors' rights to request further extensions in the future.

This, the 27th day of February, 2009.

Respectfully submitted,

WAREHOUSE 86, LLC

By: s/Stephen W. Rosenblatt

Stephen W. Rosenblatt
One of Its Attorneys

OF COUNSEL:

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CERTIFICATE OF SERVICE

I, Stephen W. Rosenblatt, certify that I have this date served, via either electronic filing transmission or United States mail, postage prepaid, a true and correct copy of the above and foregoing to the following:

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Case 08-03423-ee Doc 102 Filed 02/27/09 Entered 02/27/09 16:27:37 Desc Main Document Page 6 of 6

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THIS, the 27th day of February, 2009.

s/ Stephen W. Rosenblatt
Stephen W. Rosenblatt

Jackson 3721143v.1

Case 08-03423-ee Doc 102-1 Filed 02/27/09 Entered 02/27/09 16:27:37 Desc
Proposed Order Page 1 of 2

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF MISSISSIPPI**

In re:)	
)	
WAREHOUSE 86, LLC)	CASE NO. 08-03423-EE
)	Chapter 11
Debtor)	
_____)	

**ORDER GRANTING DEBTOR'S MOTION TO EXTEND EXCLUSIVE RIGHT
TO FILE AND OBTAIN CONFIRMATION OF PLAN**

This matter came on for hearing on the *Motion to Extend Debtor's Exclusive Right to File Plan and Obtain Confirmation of Plan* (the "Motion") filed by the Debtor, Warehouse 86, LLC (the "Debtor"). The Court considered the Motion and the Objection and finds and orders as follows:

1. On November 4, 2008 (the "Petition Date"), the Debtor filed with this Court its Voluntary Petition for relief under Chapter 11 of Title 11, United States Code (the "Bankruptcy Code"). The Debtor remains in possession of its assets and properties as debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. An Official Committee of Unsecured Creditors has been appointed in this case.

2. This Court has jurisdiction over this matter pursuant to 28 U. S. C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. §157(b)(2)(A) and (O). Venue is proper in this Court under 28 U.S.C. §§ 1408 and 1409.

3. The 120-day period during which only the Debtor may file a plan specified by 11 U.S.C. § 1121(b) was to have expired on March 4, 2009.

4. Good cause exists for an extension of the Debtor's exclusive right to file its Plan under 11 U.S.C. § 1121(d) for 90 days from the original expiration date, which is an appropriate extension under the circumstances.

Case 08-03423-ee Doc 102-1 Filed 02/27/09 Entered 02/27/09 16:27:37 Desc
Proposed Order Page 2 of 2

5. This is the Debtor's first requested extension, and the requested extension is well within the maximum extension permitted by 11 U.S.C. §1121(d)(2).

IT IS, THEREFORE, ORDERED that the Debtor's *Motion to Extend Exclusive Right to File Plan and Confirm Plan* is granted so that the Debtor is granted a 90-day extension within which it has the exclusive right to file its Chapter 11 Plan, and the 120-day period of 11 U.S.C. § 1121(c)(1) is hereby extended by 90 days from March 4, 2009, or until June 2, 2009.

IT IS FURTHER ORDERED that the time for the Debtor to have its Plan accepted under 11 U.S.C. § 1121(c)(3) also shall be extended by 92 days until August 3, 2009.

Label Matrix for local noticing
0538-3
Case 08-03423-ee
Southern District of Mississippi
Jackson Divisional Office
Mon Mar 2 14:33:56 CST 2009

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Ogden, UT 84409-0700

Willow Lake Pro., LLC
233 South Wacker Dr
Ste. 350
Chicago, IL 60606-6405

Windsor Tax Services
P.O. Box 1655
Windsor, ON N9A767

John A. Crawford Jr
Butler, Snow, O'Mara, Stevens & Cana
P. O. Drawer 22567
Jackson, MS 39225-2567

Paul Calhoun
Haddox Reid Burkes & Calhoun, PLLC
210 E Capitol Street
Suite 1100
Jackson, MS 39201-2380

R. Michael Bolen
100 W. Capitol St.
Suite 706
Jackson, MS 39269-1607

Stephen W. Rosenblatt
Butler Snow O'Mara Stevens & Cannada
Post Office Box 22567
Jackson, MS 39225-2567

Stuart M. Irby
c/o Richard Montague
P.O. Box 1970
Jackson, MS 39215-1970

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

IRS
100 W Capitol St., Ste 504
Jackson MS 39269-0599

MS State Tax Commission
Bankruptcy Section
P O Box 23338
Jackson MS 39225-3338

(d)Mississippi State Tax Commission
P O Box 1033
Jackson, MS 39215-1033

(d)Mississippi State Tax Commission
c/o Heather S Deaton
P O Box 22828
Jackson MS 39225

Rocky Mountain Power
1033 NE 6th Ave
Portland, OR 97256-0001

Addresses marked (c) above for the following entity/entities were corrected
as required by the USPS Locatable Address Conversion System (LACS).

Audiovox Spec. Applic.
53200 Marina Drive
Elkhart, W 46514

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)RadioShack Corporation and SC Kiosks, Inc.

(u)Jennifer D. Jones
10 1 Warren St., #20
RETURNED MAIL 11/17/2008

End of Label Matrix	
Mailable recipients	148
Bypassed recipients	2
Total	150